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Richard P. Krasnow
Adam P. Strochak

Attorneys for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
LEXINGTON PRECISION CORP., <u>et al.</u> ,	:	08-11153 (SCC)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF REORGANIZED DEBTORS' MOTION
PURSUANT TO SECTION 105 OF THE BANKRUPTCY
CODE TO DEEM THEIR SCHEDULES FURTHER AMENDED**

PLEASE TAKE NOTICE that a hearing (the "**Hearing**") to consider the motion, dated September 24, 2010 (the "**Motion**"), of Lexington Precision Corporation and its wholly-owned subsidiary, Lexington Rubber Group, Inc., (together, the "**Debtors**" or the "**Reorganized Debtors**"), for entry of an order deeming their schedules of liabilities further amended to reflect certain priority claims against the Debtors' estates, shall be held before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, in Room 610 of the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **Thursday, October 28, 2010 at 10:00 a.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that any objections or responses to the Motion must (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure and the

local rules of the Bankruptcy Court; and (c) set forth the name of the objecting party, the basis for the objection, and specific grounds therefore.

PLEASE TAKE FURTHER NOTICE that all objections and responses must be filed with the Bankruptcy Court no later than **Thursday, October 21, 2010 at 4:00 p.m.**

(prevailing Eastern Time) (the “**Response Deadline**”). In accordance with General Order M-242, registered users of the Bankruptcy Court’s case filing system must electronically file their objections and responses. General Order M-242 may be found at www.nysb.uscourts.gov. All other parties-in-interest must file their objections and responses on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format) and deliver a hard copy directly to the chambers of Judge Shelley C. Chapman.

PLEASE TAKE FURTHER NOTICE that all objections and responses must be served, so as to be received no later than the Response Deadline, upon: (i) the Reorganized Debtors, Lexington Precision Corporation, 800 Third Ave., 15th Floor, New York, New York 10023 (Attn: Michael A. Lubin); (ii) the attorneys for the Reorganized Debtors, Weil, Gotshal & Manges LLP, 1300 I Street, N.W., Suite 900, Washington, D.C. 20005 (Attn: Adam P. Strochak), and 767 Fifth Avenue, New York, New York 10153 (Attn: Marvin Mills); and (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul K. Schwartzberg).

Dated: September 24, 2010
New York, New York

/s/ Adam P. Strochak

Richard P. Krasnow

Adam P. Strochak

WEIL, GOTSHAL & MANGES LLP

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New York, New York 10153

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Attorneys for Debtors
and Debtors in Possession

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Attorneys for the Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
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LEXINGTON PRECISION CORP., <u>et al.</u>,	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 08-11153 (SCC)
(Jointly Administered)

**REORGANIZED DEBTORS' MOTION PURSUANT TO SECTION 105 OF THE
BANKRUPTCY CODE TO DEEM THEIR SCHEDULES FURTHER AMENDED**

TO THE HONORABLE SHELLEY C. CHAPMAN,
UNITED STATES BANKRUPTCY JUDGE:

Lexington Precision Corporation ("**LPC**") and its wholly-owned subsidiary,
Lexington Rubber Group, Inc. ("**LRGI**," and together, the "**Debtors**" or the "**Reorganized
Debtors**"), represent as follows:

Relief Requested

Pursuant to section 105 of title 11 of the United States Code (the "**Bankruptcy
Code**"), the Reorganized Debtors request entry of an order deeming their schedules of liabilities
further amended to reflect certain priority claims against the Debtors' estates. A list of affected
claims is attached hereto as **Exhibit A**. A proposed form of order is attached hereto as
Exhibit B.

Background

1. On April 1, 2008 (the “**Commencement Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases were consolidated for procedural purposes only and are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

2. On June 13, 2008, the Debtors filed their schedules and statements of financial affairs [Docket Nos. 174, 176].

3. On April 11, 2008, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), appointed the statutory committee of creditors.

4. Pursuant to an order of the Court, dated, April 2, 2008, the Debtors retained Epiq Bankruptcy Solutions, LLC (“**Epiq**”), as the Debtors’ claims agent.

5. On July 21, 2010, the Court entered an order (the “**Confirmation Order**”), confirming the *Debtors’ Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, as Modified*, dated May 26, 2010 (as further modified, the “**Plan**”). The effective date of the Plan occurred on July 30, 2010.

Amendment of Debtors’ Schedules

6. Upon review of their books and records, the Debtors have determined that certain claims listed on their schedules are entitled to priority treatment under the Bankruptcy Code, however, the Debtors’ schedules do not reflect such priority amounts. Pursuant to sections 503(b)(9) and 507(a)(2) of the Bankruptcy Code, claims for goods received by a debtor within twenty days before the date of commencement of a debtor’s bankruptcy case are entitled to administrative expense priority. The Debtors’ schedules currently designate each of the claims listed on **Exhibit A** attached hereto (the “**Scheduled Claims**”), as a general unsecured claim in

its entirety. After further review, the Debtors have determined, however, that portions of these claims are for goods that the Debtors received within the twenty-day period prior to the Commencement Date. Accordingly, the Debtors believe that the Scheduled Claims should be deemed amended to reflect the appropriate allocation between general unsecured and administrative or priority claim amounts set forth in **Exhibit A**.

Deeming the Debtors' Schedules Amended Is Appropriate

7. Section 105(a) of the Bankruptcy Code provides that “[t]he court may issue any order . . . that is necessary or appropriate to carry out the provisions of this title.” Pursuant to section 105(a), the Court has expansive equitable power to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor’s assets. *See, e.g., Comm. of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1069 (2d Cir. 1983) (“[A] bankruptcy judge must have substantial freedom to tailor his orders to meet differing circumstances.”).

8. The Debtors submit that the relief requested is proper as it avoids the unnecessary expense of formal amendment of the Debtors’ schedules

9. In light of the late stage of the Debtors’ chapter 11 cases, the confirmation of the Debtors’ Plan, and the occurrence of the effective date of the Plan, the Debtors believe that formal amendment of the schedules would be unnecessarily costly and confusing to the affected claimants and would provide no benefit to any of the parties in interest. Deeming the schedules amended, as requested by this Motion, will streamline and expedite the claims reconciliation process, conserve the Debtors’ resources, and expedite payments to creditors.

10. The proposed relief will benefit all creditors affected by the proposed modifications to the Debtors’ schedules. Because the Debtors scheduled each of the Scheduled Claims as a general unsecured claim against LRGI, the holders of the Scheduled Claims will not

receive a lump-sum cash payment, but will instead receive a stream of payments over 27 months equal to the allowed amount of their claims, plus post-effective-date interest. Allowed administrative expense claims, in contrast, will be paid in full immediately.

11. Because the Debtors request that the Court deem certain portions of the Scheduled Claims to be administrative expenses in accordance with section 503(b)(9) of the Bankruptcy Code, approval of the relief requested herein will result in each holder of a Scheduled Claim receiving payment in full more quickly than would treatment as a general unsecured claim. The Debtors, moreover, will benefit by further reducing their debt and saving the interest expense on claims that properly should be paid now rather than stretched out over 27 months. The Debtors have determined that the payment of the Scheduled Claims as administrative expense claims will not materially impact their finances or impair their ability to make distributions to other creditors pursuant to the Plan and Confirmation Order. Consequently, approval of this Motion will not adversely affect any creditors of the Debtors' estates.

12. The relief requested herein benefits all affected parties and, accordingly, the Debtors anticipate no objection. The Debtors shall provide notice of this motion to all affected parties, including each of the holders of the Scheduled Claims. To the extent a creditor objects to the relief requested herein, such creditor may do so by objecting to this motion.

Jurisdiction

13. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Notice

14. The Reorganized Debtors have provided notice of this Objection to (i) the U.S. Trustee, and (ii) each holder of a Scheduled Claim, and (vi) all other parties that have requested notice in these chapter 11 cases (collectively, the “**Notice Parties**”). The Reorganized Debtors submit that no other or further notice need be provided.

WHEREFORE the Reorganized Debtors respectfully request the entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: September 24, 2010
New York, New York

/s/ Adam P. Strochak

Richard P. Krasnow

Adam P. Strochak

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit A

Scheduled Claims

No.	Claimant	Amount of Scheduled General Unsecured Claim	Amount of <u>Amended</u> General Unsecured Claim	Amount of <u>Amended</u> Priority Claim
1.	Advantage Engineering Inc	\$3,250.00	\$0.00	\$3,250.00
2.	Air Gas	\$13,931.26	\$10,568.16	\$3,363.10
3.	Airgas Great Lakes	\$9,931.08	\$5,291.58	\$4,639.50
4.	Airgas National Welders	\$13,548.88	\$9,540.68	\$4,008.20
5.	Akron Industrial Supply Co	\$4,934.13	\$3,330.29	\$1,603.84
6.	Akzo Nobel Polymer Chemicals	\$6,102.40	\$3,051.20	\$3,051.20
7.	Amerigas	\$2,590.58	\$1,917.35	\$673.23
8.	Applied Industrial Tech.	\$3,157.98	\$1,393.89	\$1,764.09
9.	B.R.B International B.V.	\$32,786.42	\$26,165.70	\$6,620.72
10.	Belmont Equipment Co.	\$10,231.83	\$5,863.03	\$4,368.80
11.	Blick Tool & Die, Inc.	\$4,995.00	\$0.00	\$4,995.00
12.	Blue Heron Micro Opps Fund	\$23,395.20	\$11,697.60	\$11,697.60
13.	Brame Specialty Co. Inc.	\$2,936.82	\$2,714.22	\$222.60
14.	Burgess Pigment Company	\$46,080.00	\$19,520.00	\$26,560.00
15.	Carolina Electrical Supply	\$4,307.01	\$3,838.05	\$468.96
16.	CDW	\$4,119.71	\$2,859.35	\$1,260.36
17.	Centennial Carbide	\$8,610.22	\$6,934.20	\$1,676.02
18.	Channel Prime Alliance	\$86,493.00	\$43,244.00	\$43,249.00
19.	Clark-Mckibben Safety	\$3,967.49	\$1,177.82	\$2,789.67
20.	Dalton Bearing Service	\$4,242.47	\$2,234.83	\$2,007.64
21.	Dalton Box	\$57,331.05	\$43,936.05	\$13,395.00
22.	Debt Acq. Company of America	\$5,214.77	\$3,395.81	\$1,818.96
23.	Diamond Metals	\$4,121.16	\$3,011.85	\$1,109.31
24.	Dow Corning STI	\$570,505.94	\$409,237.39	\$161,268.55
25.	E&R Industrial Sales	\$4,806.19	\$3,330.14	\$1,476.05

26.	Elite Solutions	\$22,865.15	\$4,538.24	\$18,326.91
27.	Euler Hermes ACI	\$2,425.80	\$2,225.14	\$200.66
28.	Franklynn Industries	\$5,731.00	\$3,135.00	\$2,596.00
29.	Gold Key Processing, Ltd.	\$51,451.37	\$41,410.84	\$10,040.53
30.	Goldsmith & Eggleton	\$7,500.71	\$0.00	\$7,500.71
31.	Hainco, LLC	\$98,065.29	\$56,305.29	\$41,760.00
32.	Hainco, LLC	\$93,135.00	\$53,220.00	\$39,915.00
33.	Hainco, LLC	\$125,560.63	\$95,596.63	\$29,964.00
34.	Hainco, LLC	\$71,580.72	\$53,220.72	\$18,360.00
35.	Hallstar Company	\$4,342.75	\$3,584.00	\$758.75
36.	Hanes Converting Co	\$10,408.29	\$7,551.02	\$2,857.27
37.	Hydraulic Connections, Inc	\$4,035.58	\$1,344.36	\$2,691.22
38.	Industrial Packaging	\$30,817.73	\$17,363.18	\$13,454.55
39.	Interstate Welding &	\$5,029.10	\$4,383.80	\$645.30
40.	MSC Ind'l Supply (2758044)	\$2,232.72	\$1,729.49	\$503.23
41.	Kenco Plastics, Inc.	\$13,045.34	\$11,224.01	\$1,821.33
42.	L.A. Tool & Supply Co.	\$8,590.90	\$4,683.44	\$3,907.46
43.	Laird Plastics	\$2,692.31	\$2,205.76	\$486.55
44.	Lintech International	\$72,368.40	\$42,832.40	\$29,536.00
45.	Lydey Automation	\$2,153.34	\$62.28	\$2,091.06
46.	Martins Ferry Glove	\$3,256.80	\$1,628.40	\$1,628.40
47.	Mc Master-Carr Supply	\$12,427.17	\$8,398.10	\$4,029.07
48.	Mc Master-Carr Supply	\$3,362.33	\$2,581.05	\$781.28
49.	Mc Master-Carr Supply	\$4,467.97	\$3,985.11	\$482.86
50.	MSC Ind'l Supply (302134)	\$3,352.83	\$2,114.51	\$1,238.32
51.	MSC Ind'l Supply (313884)	\$14,433.42	\$11,728.48	\$2,704.94
52.	MSC Ind'l Supply (498921)	\$2,155.68	\$1,396.91	\$758.77
53.	Orton Industries	\$4,354.17	\$2,881.54	\$1,472.63
54.	Oxco, Inc.	\$9,249.23	\$4,611.00	\$4,638.23

55.	Oxco, Inc.	\$6,140.00	\$3,080.00	\$3,060.00
56.	Pallet One	\$6,250.08	\$0.00	\$6,250.08
57.	Pattons Inc	\$5,442.89	\$3,968.99	\$1,473.90
58.	Polymer Packaging Inc	\$14,019.53	\$10,005.17	\$4,014.36
59.	Polymer Valley	\$9,918.72	\$4,959.36	\$4,959.36
60.	Process Oils, Inc.	\$104,063.27	\$77,454.34	\$26,608.93
61.	Rhein Chemie	\$3,353.40	\$1,676.70	\$1,676.70
62.	Riddle Office Supplies	\$2,606.10	\$1,988.85	\$617.25
63.	Rudolph Bros. & Co	\$16,548.63	\$9,870.25	\$6,678.38
64.	Sebring Container	\$7,881.66	\$6,139.00	\$1,742.66
65.	Shell Lubricants	\$7,393.14	\$4,658.14	\$2,735.00
66.	Silco Tec	\$9,903.13	\$5,822.75	\$4,080.38
67.	Spring Team, Inc.	\$15,700.60	\$12,415.70	\$3,284.90
68.	Standard Motor Products	\$2,400.00	\$0.00	\$2,400.00
69.	Star Electric	\$6,019.16	\$4,461.40	\$1,557.76
70.	Supply One	\$2,687.09	\$108.50	\$2,578.59
71.	TCB Products	\$6,608.00	\$1,900.00	\$4,708.00
72.	Tiger Direct, Inc.	\$5,756.76	\$333.23	\$5,423.53
73.	U.S. Debt Recovery IV, LLC	\$2,501.98	\$1,403.43	\$1,098.55
74.	U.S. Silica	\$30,504.39	\$20,336.26	\$10,168.13
75.	Uddeholm	\$24,601.92	\$19,915.79	\$4,686.13
76.	W. W. Grainger, Inc	\$29,601.55	\$18,332.17	\$11,269.38

Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
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LEXINGTON PRECISION CORP., <u>et al.</u>,	:
	:
Debtors.	:
	:
-----X	

Chapter 11

Case No. 08-11153 (SCC)

(Jointly Administered)

ORDER DEEMING DEBTORS' SCHEDULES AMENDED

Upon the motion, dated September 24, 2010 (the "**Motion**") Lexington Precision Corporation and Lexington Rubber Group, Inc., (together, the "**Debtors**" or the "**Reorganized Debtors**"), to deem their schedules of liabilities further amended, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties,¹ and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, and their creditors; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that each of the claims listed on **Exhibit 1** is deemed amended as set forth therein; and it is further

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

ORDERED that the Debtors' claims and noticing agent, Epiq Bankruptcy Solutions LLC, is authorized and directed to modify the official claims register as necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the interpretation and/or implementation of this Order.

Dated: October __, 2010
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Scheduled Claims

No.	Claimant	Amount of Scheduled General Unsecured Claim	Amount of <u>Amended</u> General Unsecured Claim	Amount of <u>Amended</u> Priority Claim
1.	Advantage Engineering Inc	\$3,250.00	\$0.00	\$3,250.00
2.	Air Gas	\$13,931.26	\$10,568.16	\$3,363.10
3.	Airgas Great Lakes	\$9,931.08	\$5,291.58	\$4,639.50
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57.	Pattons Inc	\$5,442.89	\$3,968.99	\$1,473.90
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72.	Tiger Direct, Inc.	\$5,756.76	\$333.23	\$5,423.53
73.	U.S. Debt Recovery IV, LLC	\$2,501.98	\$1,403.43	\$1,098.55
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75.	Uddeholm	\$24,601.92	\$19,915.79	\$4,686.13
76.	W. W. Grainger, Inc	\$29,601.55	\$18,332.17	\$11,269.38